

BEFORE THE TENNESSEE REGULATORY AUTHORITY

NASHVILLE, TENNESSEE

May 18, 2004

IN RE:

PETITION OF LEVEL 3 COMMUNICATIONS, LLC
FOR ARBITRATION OF ITS INTERCONNECTION
WITH BELL SOUTH TELECOMMUNICATIONS, INC.

DOCKET NO.
04-00059

ORDER ACCEPTING ARBITRATION AND
APPOINTING PRE-ARBITRATION OFFICER

This matter came before Chairman Deborah Taylor Tate, Director Pat Miller and Director Ron Jones of the Tennessee Regulatory Authority (the "Authority"), the voting panel assigned to this docket, at a regularly scheduled Authority Conference held on April 12, 2004, upon the *Petition of Level 3 Communications, LLC for Arbitration of its Interconnection with BellSouth Telecommunications, Inc. ("Petition")* filed by Level 3 Communications, LLC on February 20, 2004. On March 16, 2004, BellSouth Telecommunications, Inc. filed its *Response to Level 3 Communications, LLC's Petition for Arbitration*.

During the April 12, 2004 Authority Conference, the panel voted unanimously to accept the *Petition*, direct the parties to file a joint matrix identifying the remaining issues, including the position of each party, by April 26, 2004, and appoint the Authority's General Counsel or his designee as the Pre-Arbitration Officer for the purpose of identifying issues and preparing the docket for hearing

IT IS THEREFORE ORDERED THAT:

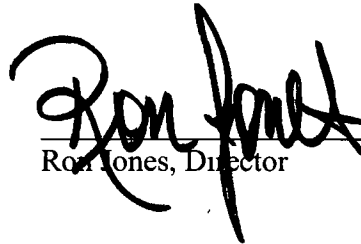
1. The *Petition of Level 3 Communications, LLC for Arbitration of its Interconnection with BellSouth Telecommunications, Inc.* is accepted.

2. The parties shall file a joint matrix identifying the remaining issues, including the position of each party, by April 26, 2004.

3 The Authority's General Counsel or his designee is appointed Pre-Arbitration Officer in this matter for the purpose of identifying issues and preparing the docket for hearing.


Deborah Taylor Tate, Chairman


Pat Miller, Director


Ron Jones, Director